

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

COMPUTE NORTH HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 22-90273 (MI)  
)  
) (Jointly Administered)  
)  
) **Ref. Docket Nos. 217, 222, 232,**  
) **237, 242, 244, 245, 247-251, 254**  
) **& 256**

**AFFIDAVIT OF SERVICE**

STATE OF CONNECTICUT)

) ss.:

COUNTY OF MIDDLESEX )

ANGHARAD BOWDLER, being duly sworn, deposes and says:

1. I am employed as a Director of Client Services by Epiq Corporate Restructuring, LLC, with their principal office located at 777 Third Avenue, New York, NY 10017. I am over the age of eighteen years and am not a party to the above-captioned action.
2. I caused to be served the:
  - a. “Witness and Exhibit List for October 24, 2022 Hearing,” dated October 20, 2022 [Docket No. 217], (the “Witness List”),
  - b. “Notice of Filing of Revised Proposed Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter Into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors’ Remaining Assets Free and Clear of All Encumbrances as Well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases,” dated October 21, 2022 [Docket No. 222], (the “Revised Sale Order”),

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

- c. “Certification of Counsel Regarding Supplemental Interim Order (I) Authorizing the Debtors to (A) Continue to Operate Their Existing Cash Management System; (B) Maintain Their Existing Bank Accounts and Business Forms; (C) Pay Related Prepetition Obligations; and (D) Continue to Perform Intercompany Transactions; and (II) Granting Related Relief,” dated October 23, 2022 [Docket No. 232], (the “Cash Management Order”),
- d. “Agenda for Hearing on Motions Scheduled for October 24, 2022 at 1:30 p.m. (Prevailing Central Time), Before Judge Isgur at the United States Bankruptcy Court for the Southern District of Texas, at Courtroom 404, 515 Rusk Street, Houston, Texas 77002,” dated October 23, 2022 [Docket No. 237], (the “Amended Agenda”),
- e. “Certification of Counsel Regarding Revised Proposed Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter Into Asset Purchase Agreements With Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors’ Remaining Assets Free and Clear of All Encumbrances as Well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases,” dated October 24, 2022 [Docket No. 242], (the “Sale Order”),
- f. “Amended Agenda for Hearing on Motions Scheduled for October 24, 2022 at 1:30 p.m. (Prevailing Central Time), Before Judge Isgur at the United States Bankruptcy Court for the Southern District of Texas, at Courtroom 404, 515 Rusk Street, Houston, Texas 77002,” dated October 24, 2022 [Docket No. 244], (the “Further Amended Agenda”),
- g. “Notice of Filing Further Revised Proposed Order (I) Authorizing the Retention and Employment of Jefferies LLC as Investment Banker for the Debtors and Debtors in Possession Pursuant to 11 U.S.C. §§ 327(A) and 328(A), Effective as of September 22, 2022 and (II) Waiving Certain Time-Keeping Requirements,” dated October 24, 2022 [Docket No. 245], (the “Jefferies Order”),
- h. “Supplemental Interim Order (I) Authorizing the Debtors to (A) Continue to Operate Their Existing Cash Management System; (B) Maintain Their Existing Bank Accounts and Business Forms; (C) Pay Related Prepetition Obligations; and (D) Continue to Perform Intercompany Transactions; and (II) Granting Related Relief,” dated October 24, 2022 [Docket No. 247], (the “Supplemental Cash Management Order”),
- i. “Order (I) Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief,” dated October 24, 2022 [Docket No. 248], (the “OCP Order”),
- j. “Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals,” dated October 24, 2022 [Docket No. 249], (the “Compensation Order”),

- k. “Order Authorizing the Retention and Employment of Portage Point Partners, LLC as Financial Advisor to the Debtors and Debtors in Possession, Effective as of September 22, 2022,” dated October 24, 2022 [Docket No. 250], (the “Portage Retention Order”),
- l. “Order Authorizing the Retention and Employment of Paul Hastings LLP as Counsel to the Debtors and Debtors in Possession, Effective as of September 22, 2022,” dated October 24, 2022 [Docket No. 251], (the “Paul Hastings Retention Order”),
- m. “Order (I) Authorizing the Retention and Employment of Jefferies LLC as Investment Banker for the Debtors and Debtors in Possession Pursuant to 11 U.S.C. §§ 327(a) And 328(a), Effective as of September 22, 2022 and (II) Waiving Certain Time-Keeping Requirements,” dated October 24, 2022 [Docket No. 254], (the “Jefferies Retention Order”), and
- n. “Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter Into Asset Purchase Agreements With Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors’ Remaining Assets Free and Clear of All Encumbrances as Well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases,” dated October 24, 2022 [Docket No. 256], (the “DMA Procedures Order”),

by causing true and correct copies of the:

- i. Cash Management Order and Amended Agenda to be delivered via electronic mail to those parties listed on the annexed Exhibit D, on October 23, 2022,
- ii. Witness List, Revised Sale Order, Cash Management Order, Amended Agenda, Sale Order, Further Amended Agenda, Jefferies Order, Supplemental Cash Management Order, OCP Order, Compensation Order, Portage Retention Order, Paul Hastings Retention Order, Jefferies Retention Order, and DMA Procedures Order to be enclosed securely in separate postage pre-paid envelopes and delivered via first class mail to those parties listed on the annexed Exhibit A, on October 24, 2022,
- iii. Witness List, Revised Sale Order, Cash Management Order, Amended Agenda, Sale Order, Further Amended Agenda, Supplemental Cash Management Order, and DMA Procedures Order to be enclosed securely in separate postage pre-paid envelopes and delivered via first class mail to those parties listed on the annexed Exhibit B, on October 24, 2022,
- iv. OCP Order to be enclosed securely in separate postage pre-paid envelopes and delivered via first class mail to those parties listed on the annexed Exhibit C, on October 24, 2022,

- v. Witness List, Revised Sale Order, Sale Order, Further Amended Agenda, Jefferies Order, Supplemental Cash Management Order, OCP Order, Compensation Order, Portage Retention Order, Paul Hastings Retention Order, Jefferies Retention Order, and DMA Procedures Order to be delivered via electronic mail to those parties listed on the annexed Exhibit D, on October 24, 2022,
  - vi. Witness List, Revised Sale Order, Cash Management Order, Amended Agenda, Sale Order, Further Amended Agenda, Supplemental Cash Management Order, and DMA Procedures Order to be delivered via electronic mail to:  
*erik.anderson@bmo.com* and *cm@fidelitybankmn.com*, on October 24, 2022, and
  - vii. OCP Order to be delivered via electronic mail to those parties listed on the annexed Exhibit E, on October 24, 2022.
3. All envelopes utilized in the service of the foregoing contained the following legend:  
“LEGAL DOCUMENTS ENCLOSED. PLEASE DIRECT TO THE ATTENTION OF ADDRESSEE, PRESIDENT OR LEGAL DEPARTMENT.”

/s/ Angharad Bowdler  
Angharad Bowdler

Sworn to before me this  
25<sup>th</sup> day of October, 2022

/s/ Amy E. Lewis

Notary Public, State of Connecticut  
Acct. No. 100624  
Commission Expires: 8/31/2027

## **EXHIBIT A**

## Compute North Holdings, Inc.

## Service List

Claimant	Address Information
ATLAS CONSOLIDATED MINING AND	MICHAEL GUO DEVELOPMENT CORPORATION 1705 GUADALUPE, SUITE 400 AUSTIN, TX 78701
AXLE LOGISTICS	BEN SHUSTER 835 N CENTRAL STREET KNOXVILLE, TN 37917
BOOTSTRAP ENERGY LLC	STEVE QUISENBERRY 3838 OAK LAWN AVE, SUITE 100 DALLAS, TX 75219
CIRCUIT BREAKER GUYS LLC	STEVE WEIDNER 4740 E 2ND ST UNIT C21 BENECIA, CA 94510
CITY OF BIG SPRING, TX	ARICKA GROVE 310 NOLAN STREET BIG SPRING, TX 79720
COMMONWEALTH ELECTRIC COMPANY OF	KELLI BIRKEL THE MIDWEST 472 26TH AVENUE COLUMBUS, NE 68601
CORTALENT, LLC	ALISON PYE 7801 EAST BUSH LAKE ROAD SUITE 100 MINNEAPOLIS, MN 55439
DCRBN VENTURES DEVELOPMENT & ACQUISITION, LLC	ATTN: GREGORY IRWIN 700 UNIVERSE BOULEVARD JUNO BEACH, FL 33408
DELL TECHNOLOGIES, INC	RICHARD ROTHBERG CHIEF FINANCIAL OFFICER ONE DELL WAY ROUND ROCK, TX 78682
ECHO SEARCH GROUP	AMIT BHATIA 1660 HIGHWAY 100 SOUTH, SUITE 318 ST LOUIS PARK, MN 55416
ERNST & YOUNG LLP	NYKEMA JACKSON PNC BANK C/O ERNST & YOUNG US LLP 3712 SOLUTIONS CENTER CHICAGO, IL 60677-3007
FLEXENTIAL CORP.	MARK LEYDA 600 FOREST POINT CIRCLE SUITE 100 CHARLOTTE, NC 28273
FLEXENTIAL CORP.	MARK LEYDA PO BOX 732368 DALLAX, TX 75373-2368
FOUNDRY DIGITAL LLC	ATTN: MIKE COLYER 1100 PITTSFORD VICTOR ROAD PITTSFORD, NY 14534
FOUNDRY DIGITAL LLC	LICIA BARRA 350 EAST AVE SUITE 201 ROCHESTER, NY 14604
FREUDENBERG FILTRATION TECHNOLOGIES L.P.	COLETT GAGNON 2975 PEMBROKE ROAD HOPKINSVILLE, KY 42240
GARTNER, INC.	SPENCER HOCKERT 13200 PAUL J DOHERTY PARKWAY FT MYERS, FL 33913
GENERATE LENDING, LLC	555 DE HARO STREET, SUITE 300 SAN FRANCISCO, CA 94107
GENERATE LENDING, LLC	C/O GENERATE CAPITAL, PBC ATTN: LOAN OPERATIONS 461 5TH AVENUE, 8TH FLOOR NEW YORK, NY 10017
GROWTH OPERATORS, LLC	STEPHANIE WELLS 800 LASALLE AVE MINNEAPOLIS, MN 55402
HMB LEGAL COUNSEL	(COUNSEL TO FOUNDRY DIGITAL LLC) ATTN: ATI P. KHATRI 500 WEST MADISON, SUITE 3700 CHICAGO, IL 60661
HUBSPOT, INC.	CHIEF FINANCIAL OFFICER 25 FIRST STREET CAMBRIDGE, MA 02141
INTERNAL REVENUE SERVICES	CENTRALIZED INSOLVENCY OPERATION P.O. BOX 7346 PHILADELPHIA, PA 19101-7346
INTERNAL REVENUE SERVICES	DEPARTMENT OF THE TREASURY 1500 PENNSYLVANIA AVENUE, N.W. WASHINGTON, DC 20220
INTERNAL REVENUE SERVICES	LOCAL OFFICE 1100 COMMERCE ST, RM 121 DALLAS, TX 75242
KOCH FILTER CORPORATION	GILBERT FREDERICK 8401 AIR COMMERCE DR LOUISVILLE, KY 40119
KOHO CONSULTING	MARC DOUCETTE 6030 PRINTERY STREET SUITE 103 TAMPA, FL 33616
MADEL PA	AMITYBEINER 800 HENNEPIN AVENUE MINNEAPOLIS, MN 55403
MARATHON DIGITAL HOLDINGS, INC.	FRED THIEL 1180 NORTH TOWN CENTER DRIVE SUITE 100 LAS VEGAS, NV 89144
MERCURIA ENERGY AMERICA, LLC	ATTENTION: LEGAL DEPARTMENT 20 E. GREENWAY PLAZA, SUITE 650 HOUSTON, TX 77046
MERITUS RECRUITING GROUP LLC	THOMAS WILLIAMS 10319 LYNBROOK HOLLOW DR HOUSTON, TX 77042
MINNESOTA ATTORNEY GENERAL	ATTN KEITH ELLISON 445 MINNESOTA STREET SUITE 1400 ST. PAUL, MN 55101-2131
MP2 ENERGY TEXAS LLC	MARSHA PIERCE D/B/A SHELL ENERGY SOLUTIONS TX 21 WATERWAY AVE, STE 450 THE WOODLANDS, TX 77380
MP2 ENERGY TEXAS LLC	MARSHA PIERCE D/B/A SHELL ENERGY SOLUTIONS TX PO BOX 733560 DALLAS, TX 75373-3560
MVP LOGISTICS LLC	RACHEL WILLIAMS 10205 10TH AVE N SUITE A PLYMOUTH, MN 55441
NBTC LIMITED	ANASTASIA/GEORGE ROOM 1502, 15/F, HARCOURT HOUSE NO. 39 GLOUCESTER ROAD WANCHAI HONG KONG

**Compute North Holdings, Inc.****Service List****Claimant****Address Information**

NEBRASKA ATTORNEY GENERAL	ATTN DOUG PETERSON 2115 STATE CAPITOL LINCOLN, NE 68509
NEW YORK STATE ATTORNEY GENERAL	ATTN LETITIA JAMES THE CAPITOL ALBANY, NY 12224-0341
NEXTERA ENERGY RESOURCES, LLC	ATTN: VICE PRESIDENT & GENERAL COUNSEL GREGORY IRWIN 700 UNIVERSE BOULEVARD JUNO BEACH, FL 33408
OFFICE OF THE UNITED STATES TRUSTEE	515 RUSK ST, STE 3516 HOUSTON, TX 77002
PROSEK LLC	THOMAS PETRULLO 105 MADISON AVE FLOOR 7 NEW YORK, NY 10016
RAND WORLDWIDE INC.	AUSTIN SOBOLEWSKI 11201 DOLFIELD BOULEVARD SUITE 112 OWINGS MILLS, MD 21117
RECRUITERS OF MINNESOTA	KELLY HOGAN 6110 BLUE CIRCLE DR, SUITE 280 MINNETONKA, MN 55343
SEC HEADQUARTERS	100 F STREET, NE WASHINGTON, DC 20549
SECURITIES AND EXCHANGE COMMISSION	FORT WORTH REGIONAL OFFICE ATTN SHAMOIL SHIPCHANDLER, REG DIR 801 CHERRY ST, STE 1900, UNIT 18 FORT WORTH, TX 76102
SOUTH DAKOTA ATTORNEY GENERAL	ATTN MARK VARGO 1302 E HWY 14 SUITE 1 PIERRE, SD 57501-8501
SPECTRUM SEARCH PARTNERS, LLC	TOM SHAHNAZARIAN 4643 SOUTH ULSTER SUITE 1420 DENVER, CO 80237
STATE OF TEXAS ATTORNEY GENERAL	ATTN KEN PAXTON 300 W 15TH ST AUSTIN, TX 78701
STATE OF TEXAS ATTORNEY GENERAL	ATTN KEN PAXTON PO BOX 12548 AUSTIN, TX 78711-2548
SUNBELT SOLOMON SERVICES, LLC	BILL SPARKS JR. 1922 S. MLK JR. DRIVE TEMPLE, TX 76504
TEXAS STATE SECURITIES BOARD	THOMAS JEFFERSON RUSK STATE OFFICE BUILDING 208 E 10TH ST AUSTIN, TX 78701
THE TEXAS COMPTROLLER OF PUBLIC ACCOUNTS	ATTN: CALLAN C SEARCY, ASST AG C/O SHERRI K SIMPSON BANKRUPTCY & COLLECTIONS DIV, PO BOX 12548 AUSTIN, TX 78711-2548
TZ CAPITAL HOLDINGS, LLC	700 UNIVERSE BOULEVARD JUNO BEACH, FL 33408
TZRC MINING LLC	16192 COASTAL HWY LEWES, DE 19958
URBAN SOLUTION GROUP	CHIEF FINANCIAL OFFICER 4230 ELATI ST DENVER, CO 80216
US ATTORNEY'S OFFICE	SOUTHERN DISTRICT OF TEXAS ATTN RICHARD A KINCHELOE 1000 LOUISIANA, STE 2300 HOUSTON, TX 77002
US BITCOIN CORPORATION	JOEL BLOCK 1221 BRICKELL AVE STE 900 MIAMI, FL 33131
WESTWOOD PROFESSIONAL SERVICES	DAVID WIRT 12701 WHITEWATER DRIVE SUITE 300 MINNETONKA, MN 55343
WESTWOOD PROFESSIONAL SERVICES	DAVID WIRT PO BOX 856650 MINNEAPOLIS, MN 55485

**Total Creditor count: 59**

## **EXHIBIT B**

# Compute North Holdings, Inc.

## Service List

### Claimant

### Address Information

BMO HARRIS BANK

50 SOUTH 6TH STREET, SUITE 1000 ATTN: ERIK ANDERSON MINNEAPOLIS, MN 55402

FIDELITY BANK

7600 PARKLAWN AVE ATTN: BOBBY MOORE EDINA, MN 55435

**Total Creditor count: 2**

## **EXHIBIT C**

Claim Name	Address Information
GROWTH OPERATORS ADVISORY SERVICES LLC	800 LASALLE AVE ATTN: STEPHANIE WELLS MINNEAPOLIS MN 55402
JACKSON WALKER LLP	PO BOX 130989 ATTN: R MENDOZA DALLAS TX 75313-0989
KUTAK ROCK LLP	PO BOX 30057 OMAHA NE 68103-1157
MADEL PA	800 HENNEPIN AVENUE ATTN: AMITYBEINER MINNEAPOLIS MN 55403
MCDONALD HOPKINS	600 SUPERIOR AVENUE E, SUITE 2100 CLEVELAND OH 44114
MILLER & ASSOCIATES CONSULTING ENGINEERS	P.C. PO BOX 306 KEARNEY NE 68848-0306
NORTON ROSE FULBRIGHT US LLP	DEPT 2613 PO BOX 122613 ATTN: AWILDA MALDONADO DALLAS TX 75312-2613
RSM US LLP	5155 PAYSHERE CIRCLE ATTN: HUDGINS, RHONDA CHICAGO IL 60674

**Total Creditor count 8**

## **EXHIBIT D**

## Electronic Mail Master Service List

Creditor Name	Email Address
ANDREWS MYERS, P.C.	jjudd@andrewsmyers.com
ARENTFOX SCHIFF LLP	jeffrey.gleit@afslaw.com; allison.weiss@afslaw.com; matthew.bentley@afslaw.com
ATLAS CONSOLIDATED MINING AND	michael.guo@atlasmining.com
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BENESCH, FRIEDLANDER, COPLAN & ARONOFF LLP	kcapuzzi@beneschlaw.com
BERG HILL GREENLEAF RUSCITTI LLP	pmh@bhgrlaw.com
BOOTSTRAP ENERGY LLC	info@bootstrap-energy.com
CARRINGTON, COLEMAN, SLOMAN & BLUMENTHAL, LLP	markcastillo@ccsb.com; rrowe@ccsb.com
CIRCUIT BREAKER GUYS LLC	steve@cbguys.com
City of Big Spring, TX	agrove@mybigspring.com
COKINOS/YOUNG	cpower@cokinoslaw.com; mbartlett@cokinoslaw.com
COMMONWEALTH ELECTRIC COMPANY OF	kbirkel@commonwealthelectric.com
CORTALENT, LLC	apye@cortalent.com
DCRBN VENTURES DEVELOPMENT & ACQUISITION, LLC	gregory.irwin@nee.com
DELL TECHNOLOGIES, INC	streusand@slollp.com
ECHO SEARCH GROUP	abhatia@echosearchgroup.com
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FREUDENBERG FILTRATION TECHNOLOGIES L.P.	colett.gagnon@freudenberg-filter.com
FROST BROWN TODD LLC	awebb@fbtlaw.com
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GENERATE LENDING, LLC	credit.notice@generatecapital.com
GENERATE LENDING, LLC	info@generatecapital.com
GROWTH OPERATORS, LLC	stephanie.wells@growthoperators.com
HAYNES AND BOONE, LLP	stephen.pezanosky@haynesboone.com; david.trausch@haynesboone.com
HMB LEGAL COUNSEL	akhatri@hmbllaw.com
HUBSPOT, INC.	media@hubspot.com
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MADEL PA	abeiner@madellaw.com
MARATHON Digital Holdings, Inc.	fred@marathondh.com
MAYER, LLP	lhood@mayerllp.com
MAYER BROWN LLP	brenken@mayerbrown.com; ckelley@mayerbrown.com; aelkhoury@mayerbrown.com

## Electronic Mail Master Service List

Creditor Name	Email Address
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MERCURIA ENERGY AMERICA, LLC	kflournoy@mercuria.com
MERITUS RECRUITING GROUP LLC	twilliams@meritusrecruiting.com
MILBANK LLP	araval@milbank.com; estodola@milbank.com; elinden@milbank.com
MP2 ENERGY TEXAS LLC	marsha.pierce@shellenergy.com
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NEW YORK STATE ATTORNEY GENERAL	nyag.pressoffice@ag.ny.gov
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OFFICE OF THE UNITED STATES TRUSTEE	alicia.barcomb@usdoj.gov
OKIN ADAMS BARTLETT CURRY LLP	mokin@okinadams.com; roconnor@okinadams.com
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SECURITIES AND EXCHANGE COMMISSION	dfw@sec.gov
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STATE OF TEXAS ATTORNEY GENERAL	consumer.complaints@occc.state.tx.us
SUNBELT SOLOMON SERVICES, LLC	bill.sparks@sunbeltsolomon.com
TEXAS STATE SECURITIES BOARD	submissions@ssb.texas.gov
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TZ Capital Holdings, LLC	gregory.irwin@nee.com
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US BITCOIN CORPORATION	jblock@usbitcoin.com
WEIL, GOTSHAL & MANGES LLP	alfredo.perez@weil.com; gary.holtzer@weil.com; jessica.liou@weil.com; alexander.cohen@weil.com
WESTWOOD PROFESSIONAL SERVICES	david.wirt@westwoodps.com

## **EXHIBIT E**

Electronic Mail Parties

Name	Email Address
Norton Rose Fulbright US LLP	awilda.maldonado@nortonrosefulbright.com
RSM US LLP	rhonda.hudgins@rsmus.com
Madel PA	abeiner@madellaw.com
Growth Operators Advisory Services LLC	stephanie.wells@growthoperators.com